

# HELM

## FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

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RECORDATION NO. 18005-B FILED

February 27, 2004

MAR 08 '04

1-25 PM

MAR 8 2004  
RECEIVED

Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

SURFACE TRANSPORTATION BOARD

RE: Termination of Lease of Railroad Equipment dated as of February 13, 2004 by Helm Financial Corporation ("**Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee: The Kansas City Southern Railway Company  
427 West 12th Street  
Kansas City, MO 64105

Equipment: 25 Open Top Hopper Railcars  
SR 40001-40025

Please record this Termination as a supplemental agreement to STB Recordation No. **18005** filed on November 23, 1992. The filing fee of \$30.00 is included in our enclosed check.

Summary: Termination of Lease of Railroad Equipment dated as of February 13, 2004 by Helm Financial Corporation for 25 open top hopper railcars, SR 40001-40025, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 18005.

Yours truly,



Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

## TERMINATION OF LEASE

**THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination")** is dated as of February 13, 2004 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of October 30, 1992 ("**Lease**") with **The Kansas City Southern Railway Company** (as successor in interest by merger to SouthRail Corporation and MidSouth Corporation) a Missouri corporation, with respect to the twenty-five (25) railcars described in Schedule A attached hereto. The Memorandum of Lease of Railroad Equipment dated as of October 30, 1992 evidencing the Lease is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. **18005** filed on November 23, 1992.

The Lease was terminated on July 20, 2003. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

**IN WITNESS WHEREOF**, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

**HELM FINANCIAL CORPORATION**

By: Barbara W. Wilson  
Name: Barbara W. Wilson  
Title: Senior Vice President & CFO

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SURFACE TRANSPORTATION BOARD

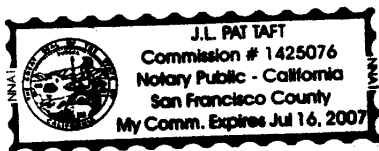
STATE OF CALIFORNIA                     )  
   ) S.S.  
COUNTY OF SAN FRANCISCO             )

On February 24<sup>th</sup>, 2004, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in ~~his~~/her/~~their~~ authorized capacity~~(ies)~~, and that by ~~his~~/her/~~their~~ signature~~(s)~~ on the instrument the person~~(s)~~, or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.



Witness my hand and official seal.

  
SIGNATURE OF THE NOTARY

**SCHEDULE A**

**To the Termination of Lease dated February 13, 2004**

**Description of the Units:** Twenty-five (25), 3209 cubic foot, 100-ton, four(4) pocket, open top hopper railcars.

**Unit Numbers:**

SR 40001-40025